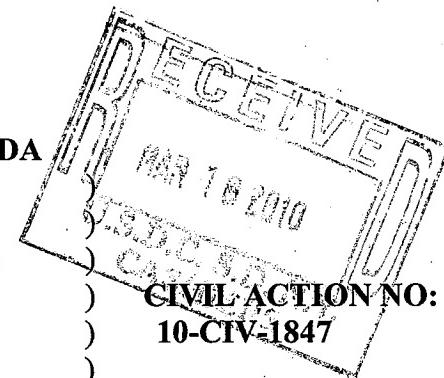


UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

THE FLORIDA A&M UNIVERSITY NATIONAL
ALUMNI ASSOCIATION INC. d/b/a THE FLORIDA
A&M UNIVERSITY NATIONAL ALUMNI
ASSOCIATION INVESTMENT COMMITTEE,
SYNTEGRAL CONSULTING CORPORATION, a
Florida corporation, and MIRIAM CHERY



Plaintiffs,

)
) AMENDED
) COMPLAINT
)

)
) PLAINTIFF
)- against - DEMANDS JURY
)
) TRIAL
)

KEITH CLINKSCALES, LAMONTE JONES,
V. BROWN COMPANY, a New York corporation d/b/a
KTC VENTURES, INC., PEPSICO, INC., a North
Carolina corporation, and ESPN, INC., a Delaware
corporation

Defendants,

Plaintiff, THE FLORIDA A&M UNIVERSITY NATIONAL ALUMNI ASSOCIATION
INVESTMENT COMMITTEE brings forth Complaint for Breach of Contract, Tortious
Interference, Unfair Dealing, Fraud, Conversion, Breach of Fiduciary Duty, and
Declaratory Judgment and other relief against Defendants, KEITH CLINKSCALES,
LAMONTE JONES, V. BROWN COMPANY d/b/a KTC VENTURES, INC., ESPN,
INC., and PEPSICO, INC. both jointly and severally and state the following:

PARTIES

1. At all times hereinafter mentioned, Plaintiff, The Florida A&M University National Alumni Association Inc., (Hereinafter "FAMU NAA") is a **501 (C)(3)** of the Internal Revenue Code of 1986, Not for Profit Corporation organized under the laws of the State of Florida representing an estimated 256,000 FAMU Alumni worldwide. The FAMU NAA Investment Committee (Hereinafter "Investment Committee") finances systems that foster entrepreneurship and investing in communities that affect Historically Black Colleges & Universities ("HBCU").
2. At all times hereinafter mentioned, Plaintiff Syntegral Consulting Corporation ("SCC") is a corporation organized under the laws of the State of Florida and specializes in capital markets, mortgage banking, and investment banking services. SCC principal address is 600 Brickell Ave Ste 300 K, Miami, Florida 33131 and its registered agent is Michael John.
3. At all times hereinafter mentioned, Plaintiff, Miriam Chery ("Chery") is a resident of FLORIDA and is currently a student at The Florida A&M University.
4. Defendant, Keith Clinkscales, is a resident of the State of New York and is Chairman of KTC Ventures, Inc., Board Member of Florida A&M University Foundation Inc., Member of PepsiCo African American Advisory Board, and Senior Vice President of Content/Development and Enterprises at ESPN, Inc. Clinkscales is a prominent figure in the media and venture capital industry and specializes in media, marketing and cultural communications.

5. Defendant, Lamonte Jones, is a resident of the State of Georgia. At the times hereinafter mentioned, Jones was employed at PepsiCo as the PepsiCo Director of Multicultural Marketing.
6. Defendant, V. Brown & Company, Inc. d/b/a KTC Ventures, Inc., is a corporation organized under the laws of the State of New York and specializes in consulting, management, and planning services in media, marketing, and cultural communications. V. Brown & Company's principal place of business is at 888 7th Ave., Ste. 500, New York, NY 10106-0207 with Vernon J. Brown as the Chairman or Chief Executive Officer.
7. Defendant, ESPN, Inc. is a corporation organized under the laws of the State of Delaware and is a multi-media company dedicated to broadcasting and producing sports-related programs. ESPN's principal executive office is at ESPN Plaza, Bristol, Connecticut, 06010-7454 with its registered agent Corporation Service Company, 80 State Street, Albany, New York, 12207-2543.
8. Defendant, PepsiCo, Inc. is a corporation organized under the laws of Delaware and specializes in offering food and beverage products. PepsiCo, Inc.'s principal place of business is at 700 Anderson Hill Road, Purchase, NY 10577 with its registered agent C T Corporation System at 111 Eighth Avenue, New York, New York, 10011.

JURISDICTION AND VENUE

9. Pursuant to 28 U.S.C. § 1332 and 28 U.S.C. § 1441, this court has jurisdiction.
10. Personal jurisdiction of this Court over Keith Clinkscales is proper as Defendant Clinkscales is a resident of New York. In addition, Defendant Clinkscales regularly conducts business in this judicial district in his corporate capacity.
11. Personal jurisdiction of this Court over Lamonte Jones is proper as he, in his professional capacity, regularly conducts business located within this judicial district.
12. Personal jurisdiction of this Court over V. Brown & Company, Inc. d/b/a KTC Ventures, Inc. is proper as Defendant V. Brown & Company, Inc. is a citizen of the State of New York as it is incorporated under its laws and with its principal place of business located within this judicial district.
13. Personal jurisdiction of this Court over ESPN, Inc. is proper as Defendant ESPN, Inc. regularly conducts business within this judicial district.
14. Personal jurisdiction of this Court over PepsiCo, Inc. is proper as Defendant PepsiCo, Inc. regularly conducts its business within this judicial district.

15. Venue of this action is proper in this judicial district pursuant to 28 U.S.C. § 1391(a) as Defendant Clinkscales is a resident of this judicial district. Pursuant to 28 U.S.C. § 1391(c), venue is proper as Defendant V. Brown & Company, Inc. is a resident organized under the laws of the State of New York and with its principal place of business within this judicial district. Venue is proper as to Defendant ESPN, Inc. as it regularly conducts business and maintains offices within this judicial district. Lastly, venue is proper as to Defendant PepsiCo, Inc. as it regularly conducts business within this judicial district.

FACTUAL ALLEGATIONS

I. Joint Venture Between Florida A&M University and The Florida A&M University National Alumni Association Inc.

16. In June of 2006, Florida A&M University (Hereinafter "FAMU") Attorney W. George Allen Esq., (former FAMU Board of Trustees Member, former FAMU Foundation Inc. Board Member, former President National Bar Association and former FAMU NAA General Counsel) was retained, representing a contractual strategic alliance between two FAMU Alumnus corporations, Syntegral Consulting Corp. ("SCC") and GrassRoots Investment Group, LLC ("GRIG"), proposing a joint venture with FAMU with the purpose of becoming an alternate financial manager to be offered to entities to provide funds to FAMU's direct support organization FAMU NAA. The purpose of the joint venture was to

promote various avenues of funding through FAMU NAA and up to 30% of venture capital projects profits generated would be donated back to FAMU. SCC made total payments in the amount of \$3,250.00 serving as contracts with FAMU and FAMUNAA. Payments were made to former FAMU Senior Executive Col. Ronald Joe (Former Executive Director of FAMU Foundation Inc. & Vice President of FAMU University Relations and Development) representing FAMU, and to FAMU NAA, via FAMU NAA President Major General Dr. Alvin Bryant for a SCC corporate membership FAMU Industry cluster contract (\$1,500.00), SCC Life Membership contract with the FAMU NAA (\$750.00), and a SCC \$1,000.00 financial contribution to the FAMU NAA Million Dollar campaign capital raise in order to create the “Investment Committee” contract with the FAMU NAA. In order to proceed with the Attorney W. George Allen Esq., joint venture project proposal for FAMU, the FAMU NAA created the Investment Committee (“Investment Committee”) with SCC and GRIG. The Investment Committee’s purpose is to finance systems that foster entrepreneurship and investing in communities that affect Historically Black Colleges & Universities (“HBCU”).

II. Keith Clinkscales and the Hip Hop Grub Spot®

17. After the formation of the Investment Committee, the Investment Committee was presented with the opportunity to select and nominate Board of Director Members to FAMU Board of Trustees and FAMU Foundation Inc. The Investment

Committee created a business intelligence report and submitted it to FAMU NAA President Major General Dr. Alvin Bryant outlining Keith Clinkscales' \$60 Million dollar 2004 bankruptcy of Vanguard Media Inc., along with Clinkscales' business partner Karl E. White ("White") Chief Investment Officer of Fletcher Asset Management as possible nominations for FAMU Foundation Inc. (\$119 Million USD under Management) and FAMU Board of Trustees respectively (\$400 Million USD yearly budget).

18. On October 8th, 2006, a conference call was established between Keith Clinkscales ("Clinkscales"), President of FAMU NAA Major General Dr. Alvin Bryant ("Bryant"), and the Investment Committee. As a Florida A&M University Alumnus, Clinkscales was introduced by the Investment Committee to Bryant as a prominent figure- not only in the African American community, but also in media holding positions as Senior Vice President of Content Development and Enterprises at Disney/ABC-ESPN, and a member of PepsiCo African American Advisory board. It was brought to Bryant's attention that Clinkscales would be a great asset to FAMU NAA, even though he created the largest African American bankruptcy in US history with Vanguard Media Inc. Clinkscales would still provide enormous assistance to the Investment Committee in facilitating investment opportunities via Disney and PepsiCo. Bryant assured the Investment Committee that Clinkscales would be a safe investment for FAMU and FAMU NAA, since Disney and PepsiCo have a history of doing business with FAMU and hiring FAMU graduates, hence Disney and PepsiCo employee Code of

Conduct corporate policies would hedge any risks associated with Clinkscales and his bankruptcy. Bryant also explained on the conference call his strong political influence within the Republican Party as an African American Republican business and political leader in Florida, Virginia, and on a national level. Bryant shared a proposed vision to Clinkscales on how the Investment Committee could serve as a resource for a new generation of young FAMU Alumni business owners and investors to move quickly into leadership positions within the Republican Party, developing Pro-Business Growth, Pro-Investment, and Pro-Entrepreneurship policies for the African American community. Clinkscales and the Investment Committee accepted the ideals of Bryant, adopting his vision and worldview for shaping policy rooted in core principles of business growth, investment, and entrepreneurship for the African American community. After hearing Clinkscales and White's credentials, Bryant extended an offer to Clinkscales on behalf of FAMU NAA to serve as a member of the FAMU Foundation, Inc., with Clinkscales accepting the position. Bryant also lobbied the Governor of Florida Charlie Crist to appoint White to the FAMU Board of Trustees; the State Senate of Florida and Florida Governor Charlie Crist approved White's application.

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19. In response to Board of Director approvals of Clinkscales and White by the FAMU NAA, the Investment Committee funded a for profit business development corporation HBCUEntrepreneurs.com Inc., (Hereinafter "HBCUE") filed with the Florida Department of State Division of Corporations on November

17th, 2006 to form a private public partnership with the FAMU NAA. Bryant secured funds from the Investment Committee and ordered GRIG & HBCUE to launch a lobbying and marketing campaign to FAMU Alumni, FAMU Board of Trustees, the Florida Governor, Florida legislature and lobbyists to approve Dr. James Ammons as the 10th president of FAMU. In February 2007 Dr. James Ammons became the 10th president of FAMU by a 7-6 vote of FAMU Board of Trustees. In July 2007 Karl White officially secured the position of FAMU Board of Trustee.

20. On June 12th 2007, the Investment Committee received a press release via email detailing a “Hip-Hop Fast Food Franchising” (“HHFF”) investment opportunity from the first Hip-Hop publicly traded company H3 Enterprises Inc., d/b/a “Hip Hop Soda Shop” (HHSS) ticker symbol [HTRE.pk] led by newly elected CEO Dr. Benjamin Chavis Muhammad. This press release was forwarded to Clinkscales via email, Clinkscales replied back to the email approving of the HHFF investment opportunity for the Investment Committee. The core purpose of the venture capital project was to establish Hip-Hop themed fast food franchises that would help foster Hip-Hop venture philanthropy and youth entrepreneurship, marketing FAMU as an educational and economic resource in urban communities across the United States and the world. The venture would generate job creation, promote positive Hip Hop community and economic development to African American led municipal city governments with FAMU NAA Private Public

Partnerships, via the National Conference of Black Mayors and the Congressional Black Caucus.

21. Initial investors secured by the Investment Committee for the venture capital project included National Football League San Francisco 49ers Pro Bowl Running Back Frank Gore; Vivendi-Universal Music Group Artist Rick Ross; Warner Music Group Artist Flo Rida; and other institutional investors partnered with the Investment Committee.

22. In response to the "Hip Hop Grub Spot" (HHGS) venture capital project, Clinkscales attended a June 19th 2007 conference call with Francorp, Inc., d/b/a Francorp International (Francorp), and the Investment Committee. It was during this conference call that Clinkscales pitched the market opportunity to Francorp International of "Hip Hop Fast Food Franchising", and outlined the goals and objectives of the project. In addition to this, Clinkscales described his past experiences in raising millions of dollars for venture capital projects. Furthermore, he illustrated the corporate resources available to him through his roles and positions at PepsiCo and Disney/ESPN. The conference call marks the first official representation from Keith Clinkscales of PepsiCo and ESPN-Disney as business partners for the HHGS venture capital project to third party accredited investors in Francorp, Inc. and the Investment Committee.

III. Commitment on behalf of PepsiCo and Disney-ESPN

23. Subsequent to the conference call with Francorp, Clinkscales and the Investment Committee, steps were taken in order to secure additional investors to proceed with the HHGS joint venture project. On August 25th, 2007, Clinkscales and the Investment Committee organized another conference call between Frank Gore- National Football League San Francisco 49ers Pro Bowl Running Back; Rodney Best- Cousin, Business Manager of Frank Gore and business associate of NFL super-agent Drew Rosenhaus; Kim McCray- CEO of McCray & Associates lobbyist, business partner and representative of US congressman Kendrick Meek; Congressman Oscar Braynon II- Florida Congressman House of Representatives & Former City of Miami Gardens Vice Mayor; Lashara Bostic- cousin of Kim McCray, Community Activist & HHGS President of Community Development; Dottie Johnson-Vice Mayor of Miami-Opa Locka; and Melissa Sessoms- HHGS Chief Communications Officer and publicist for Universal Music Group Artist/Executive Rick Ross and Warner Music Group Artist Flo Rida. Clinkscales promises on the conference call TEAM ESPN and PepsiCo Multicultural Marketing Division community partnerships investing financial resources with City of Miami Gardens, and pledges to feature Frank Gore with platinum Hip-Hop Artists Rick Ross and Flo Rida in ESPN the Magazine for Frank Gore and Rick Ross' participation in promoting the joint venture project in the mass media.

24. On August 28th, 2007, Clinkscales invited an array of Investment Committee investors to attend the PepsiCo African American Advisory Board Meeting at

Miami Marriott Doral Resort & Spa, represented as a PepsiCo facility, in efforts to invest in the HHGS venture capital project. In this physical meeting, Clinkscales presented to these investors that the HHFF was a PepsiCo and Disney approved investment opportunity. Investment Committee investors included National Football League athletes, Universal Music Group and Warner Music Group artists, community entrepreneurs, minority vendors/suppliers, and City of Miami Gardens and City of Miami-Opa Locka government officials. It was at this meeting that Clinkscales requested private funding for the HHFF project. The Investment Committee secured the venture capital from SCC, in order to fund HHGS with PepsiCo and Disney-ESPN partnerships in the City of Miami Gardens. To secure additional financial resources from FAMU for the HHGS project, Clinkscales then advised the Investment Committee to secure him a paid board of director position on HBCUEntrepreneurs.com Inc. On October 13th, 2007, the Investment Committee amended HBCUEntrepreneurs.com Inc. with the Florida Department of State Division of Corporations, adding Keith Clinkscales as a board member of HBCUEntrepreneurs.com Inc. On November 4th, 2007 Clinkscales approved a worldwide distributed press release to all major media outlets titled; "*Rick Ross Charities Inc., Partners with NFL San Francisco Pro-Bowl Running Back, Frank Gore and 21st Century Hustle Magazine to Launch Pre-IPO, New Global Franchise, Hip Hop Grub Spot™ in Miami, Florida- Hip Hop Venture Philanthropy Paves the Way for Community Development*", naming PepsiCo in the press release as one of the creators of HHGS, along with FAMU.

25. Pursuant to the meeting at Miami Doral Resort & Spa, PepsiCo account executive Gregory Johnson ("Johnson") secured a PepsiCo contract with HHGS to possess PepsiCo equipment at the City of Miami Gardens HHGS fast food retail location to sell Pepsi products. PepsiCo officials exchanged email correspondence and had physical meetings with HHGS Chief Communications Officer Melissa Sessoms, along with other HHGS executives to secure financial resources for HHGS. PepsiCo sent special VIP invites via Johnson to HHGS executives to attend the Pepsi sponsored Video Music Awards event in Miami September 2007, and the Jeff Gordon VIP Meet and Greet in Miami November 2007 with Lamonte Jones ("Jones") PepsiCo Director of Multicultural Marketing and other high level PepsiCo Multicultural marketing executives in his division assigned to HHGS. At this time, HHGS had sold thousands of dollars worth of PepsiCo product at the City of Miami Gardens retail location. Several email and verbal commitments regarding funding for the HHGS fast food retail location through PepsiCo's Multicultural Marketing Division Fund had taken place. Jones explained to HHGS executives at the Jeff Gordon VIP Meet and Greet that as an NFL/Hip Hop Artists' supported minority owned fast food restaurant client under contract with PepsiCo and FAMU NAA partnerships, there were funds in place within his division to grow the company, and PepsiCo would in turn foster their support in the HHGS project. In addition, Jones reiterates to several HHGS executives his personal relationship with Clinkscales, and Clinkscales' influence as the most vocal and powerful PepsiCo African American Advisory Board Member, in which Clinkscales directly secured millions of dollars for his PepsiCo

Multicultural Marketing Division, thus strengthening the notion that PepsiCo would provide funding and resources to the HHGS venture capital project. On November 16th, 2007, Jones states in an email to HHGS and PepsiCo executives “Pepsi appreciates your business and will seek the appropriate sales and marketing support to help build awareness and drive traffic to your store(s) as you grow in the Miami market and beyond.”

IV. FAMU NAA Investment Committee Actions

26. Based on Clinkscales' constant promises and reassurances of PepsiCo and Disney's support in HHGS, the Investment Committee executed several agreements upon such reliance.
27. Pursuant to the meeting at Miami Doral Resort & Spa, the Investment Committee and Clinkscales secured contractual agreements with Vivendi-Universal Music Group and Warner Music Group platinum Hip Hop artists and National Football League pro-bowl athletes. Based on the statements and actions made by Clinkscales, these individuals, including the Investment Committee were led to believe that PepsiCo and Disney-ESPN would feature these individuals in ESPN The Magazine and Pepsi Multicultural Marketing campaigns, provide corporate sponsorship to NFL Pro Bowler Frank Gore and Vivendi-Universal Music Group Platinum Artist Rick Ross' designated charities and invest financial resources via private public partnerships for HHGS within their home community of City of

Miami Gardens for their investment, marketing and promotion of HHGS in the mass media. Based upon Disney-ESPN and PepsiCo commitment to the HHGS venture capital project, HHGS enters into a contractual relationship with Cox Radio, Inc., 99 Jamz WEDR radio station for Vivendi-Universal Music Group/E1 Entertainment Ltd., artist and executive DJ Khaled for radio advertising and DJ Khaled celebrity video product endorsements of HHGS, Rick Ross "Trilla" album project and Flo Rida "Low" Ring-tone and "Mail on Sunday" album project in January 2008. NFL Pro Bowler Frank Gore secured video endorsement from his agent Drew Rosenhaus- NFL largest and most powerful sports management agency- pledging support for HHGS with all his agency clients in the National Football League based upon Disney-ESPN and PepsiCo commitment to the HHGS venture capital project. Investment Committee invests additional marketing and public relations resources based upon Disney-ESPN and PepsiCo commitment to the HHGS venture capital project in HHGS, Frank Gore, Rick Ross, Flo Rida, DJ Khaled branding with mass media outlets BET, MTV, CBS, NBC, FOX, Telemundo, AllHipHop.com, XXL, Source Magazine, SOHH.com, Hip Hop Weekly, HipHopDX.com. HHGS innovative "Social Media Marketing", "Movement Based Marketing", and "Hip Hop Venture Philanthropy Web 2.0" marketing/advertising campaigns secured Rick Ross "Trilla" project platinum sales status of ring-tones, downloads, and physical album sales totaling gross revenues of over \$10 Million for Universal Music Group & Apple Inc., iTunes, and successfully marketed and sold PepsiCo products at the Miami Gardens HHGS retail location. HHGS innovative "Social Media Marketing", "Movement

Based Marketing”, and “Hip Hop Venture Philanthropy Web 2.0” marketing/advertising campaigns secured Flo Rida “Mail on Sunday” project platinum sales status of ring-tones, downloads, and physical album sales totaling gross revenues of over \$10 Million for Warner Music Group & Apple Inc., iTunes, and successfully marketed and sold PepsiCo products at the Miami Gardens HHGS retail location. Upon the success of HHGS venture capital project, Keith Clinkscales on the recommendation of the Investment Committee strategically secured for his personal friends, executive employment for former Vanguard Media Inc., Director Reggie Williams at Desi Hits! Inc., and FAMU Business Associate Ronnell Bright as a Regional Director at Francorp International to advance the growth of HHGS internationally with key franchising and media industry companies.

28. The Investment Committee and Clinkscales entered into contractual agreements via FAMU Alumnus, Kendrick Meek, Florida District 17 US Congressman of the House Ways and Means Committee and Chairman of Congressional Black Caucus Foundation Inc., with Oscar Braynon II, (“Braynon”), Vice Mayor of the City of Miami Gardens and Dorothy (Dottie) Johnson (“Johnson”), Vice Mayor of Miami-Opa Locka to form private-public-partnerships between the parties. The Investment Committee chose the City of Miami Gardens location based upon Clinkscales’ recommendation that US Congressman Kendrick Meek was a FAMU graduate, having access to government resources for small business creation and economic development from FAMU and the Congressional Black

Caucus in his congressional district. By forming such a partnership with FAMU NAA, Disney-ESPN, and PepsiCo, the creation of HHGS fast food restaurant franchises would create jobs and offer an alternative economic community development solution to the rising problems of youth crime and violence, job loss and unemployment, and lack of organic investment and entrepreneurship in the US Congressional Florida District 17, City of Miami Gardens that US Congressman Kendrick Meek controls. Letters of commitment (later video endorsements of HHGS) were sent by both Braynon and Johnson to Dr. Benjamin Chavis Muhammad, CEO of Hip Hop Soda Shop, Co-Founder, President and CEO of the Hip-Hop Summit Action Network (HSAN) and President of Education Online Services Corporation (EOServe Corp.) in efforts to generate additional support for the HHGS venture capital project in the African American community. Clinkscales shares with the Investment Committee that he works closely with US Congressman Kendrick Meek related to matters involving FAMU and the Congressional Black Caucus. On a call with the Investment Committee, Clinkscales states that national civil rights leader Reverend Al Sharpton is his political operative and business partner to enforce any governmental lobbying needed for HHGS with US Congressman Kendrick Meek. Clinkscales assured the Investment Committee that the executed agreements with City of Miami Gardens and City of Opa Locka would be used to secure University Development and Federal job training and economic development funds for the HHGS venture capital project from the National Conference of Black Mayors, Congressional Black Caucus, FAMU Foundation Inc., Disney-ESPN, and PepsiCo via his

political and University relationship with US Congressman Kendrick Meek and Reverend Al Sharpton.

29. In November 2008, Keith Clinkscales selected Joshua Fahiym Ratcliffe- Former Editor in Chief of The Source Magazine as President of HHGS. On December 7th, 2008 Clinkscales approved the HHGS press release introducing to the world newly elected HHGS President, Joshua Fahiym Ratcliffe. Based upon Disney-ESPN and PepsiCo commitment to the HHGS venture capital project, HHGS then created and organized the 3rd State of the Black Student Summit (SBSS), titled “The Pursuit: How Obama and Hip-Hop can renew the American Promise.” The two-day event featured workshops and panel discussions ranging in topics from Hip-Hop’s influence on politics to the business of Hip-Hop and its economic impact on entrepreneurship and pop culture. The 2009 HHGS SBSS was an economic and political agenda creation symposium for the newly elected President Barack Obama administration regarding the global Hip-Hop & HBCU community. The SBSS served as an extension of the marketing and promotion of voter registration drives created by HHGS in Miami Gardens, Fl for the Barack Obama presidential campaign from 2007 to 2008. HHGS previously had provided marketing, promotion, and sponsorship to the October 14, 2008 Barack Obama “The End Game” Fundraiser with The Global Syndicate in New York City.

HHGS purchased the domain www.thesbss.com, and funded the web site and FAMU SBSS project to market and promote the FAMU HHGS sponsored SBSS event. Based upon Disney-ESPN and PepsiCo commitment to the HHGS venture

capital project, HHGS executed the FAMU SBSS Sponsorship package with a \$164,000.00 sponsorship on December 15th 2008 presented by FAMU Student Government Association (SGA) President Andrew Collins. In February 2009, FAMU executed a contract with HHGS for the SBSS event, organized by HHGS President, Joshua Fahiyim Ratcliffe. FAMU SGA President Andrew Collins approved the budget and provided additional financial resources totaling over \$30,000.00 for the HHGS FAMU SBSS. The HHGS FAMU SBSS event took place on April 2nd-3rd 2009. The sponsorship also provided financial support to the FAMU HHGS Lyceum Series, which took place on November 13th-14th 2009. Both HHGS events were used to recruit and secure Board Members to represent HHGS/PepsiCo/Disney-ESPN interests in developing the FAMU "Institute for Hip-Hop and Music Industry Studies" (IHHMIS). The IHHMIS is the first dedicated University Hip-Hop Institute in the United States. The objective of FAMU IHHMIS is to be present in a cultural context where students (university and pre-collegiate) are able to engage in critical research and development programs that addresses the political, social, and economic issues impacting the global Hip-Hop community. The 2009 SBSS panelists and contributors included: Chuck Creekmur, Co-CEO of AllHipHop.com; Ryan Ford, Director of Creative Strategy at the Cashmere Agency; Joshua Fahiyim Ratcliffe, President Hip Hop Grub Spot and Former Editor-in-Chief of The Source Magazine; Donna Brazille, Democratic Strategist; Sha Money XL of G-Unit; Tony Shellman, Co-founder of Parish Nation clothing (Enyce and Mecca); 25-year old Tony Payton, Jr., Democrat Pennsylvania House of Representatives; Dwight Bullard, Democrat

Florida House of Representatives; Amy Andrieux, General Manager of The Source Magazine; Woodie White, Global Brand Manager for LRG; Jacques-Philippe Piverger as Principal Investor at AIG Investments and Co-Founder of The Council of Urban Professionals and The Global Syndicate; Corey Boddie, Entertainment Attorney (Jermaine Dupri and Beyonce); and Lee Hawkins, Journalist for CNBC and the Wall Street Journal. In March 2009, FAMU released a public Press Release titled "SGA Presents the Third Annual State of the Black Student Summit", stating in the press release that HHGS is the Title Sponsor of the SBSS, promoting the HHGS Sponsored 2009 SBSS event on the FAMU website www.famu.edu. Dr. Kawachi Clemons informed the Investment Committee that per Keith Clinkscales' request, the press release mentioned above was removed from the www.famu.edu archive.

30. On a May 27th 2009 conference call with the Investment Committee, FAMU Foundation Inc. Executive Director, and Vice President of FAMU University Relations and Development Carla S. Willis, and IHHMIS Chairman and CEO Dr. Kawachi Clemons, Carla S. Willis explained that as the most influential FAMU Foundation Inc. board member, Keith Clinkscales secured millions of dollars for her FAMU University Relations and Development department. Subsequently, on June 17th 2009 via email, Carla S. Willis requested payments from the Investment Committee and SBSS panelists and supporters for Keith Clinkscales' participation in developing IHHMIS.

31. On June 24th 2009, the Investment Committee and Clinkscales entered into contractual agreements via FAMU Senior Executive Carla S. Willis (former FAMU Foundation Inc., Col. Ronald Joe replacement), with IHHMIS Chairman and CEO Dr. Kawachi Clemons Ph.D. This agreement titled "Florida A&M University Hip Hop Institute and Florida A&M University National Alumni Association Inc. Investment Committee Venture Capital Investment Agreement" states that resources will be provided by the HHGS venture in the promotion of the goals and objectives of the FAMU IHHMIS. Subsequent to this agreement, FAMU NAA President Major General Dr. Alvin Bryant pushed for greater FAMU NAA Board Representation at the FAMU Foundation Inc., to advance the growth of the HHGS venture capital project, while providing greater oversight of Carla S. Willis and Keith Clinkscales activities related to the funding allocated from the Investment Committee. FAMU NAA President Major General Dr. Alvin Bryant mentioned to the Investment Committee that Keith Clinkscales, Carla S. Willis and FAMU President Dr. James Ammons blocked all attempts for the Investment Committee to gain board representation at the FAMU Foundation Inc., or to have appointed board members from the Investment Committee on the IHHMIS board to serve on the FAMU Foundation Inc. Board of Directors. On September 30th 2009, Sherise Malachi Director of Marketing & NTR, Radio One Inc., chief organizer and Director of the Media and Entertainment Conference of the Lyceum event is quoted in an email to the Investment Committee, copied to Dr. Kawachi Clemons CEO/Chairman IHHMIS, Sharon Saunders FAMU Chief Communications Officer and Joshua Fahiyim Ratcliffe President HHGS stating:

"We are all good to go... spoke with Kawachi about 30 minutes ago and we will be sure that the company [HHGS] is represented in any and all marketing materials. If there is anything else, like banners etc that you would like, let Kawachi know and we'll make it happen. Talk to you soon. Sherise Malachi".

32. On October 8th 2009, Dr. Kawachi Clemons and Corey Alston CEO of The Alston Group Inc. and FAMU Foundation Inc., Chairman-elect attended a conference call with the Investment Committee. Corey Alston explains that at 32 years old, he is the youngest Chairman-Elect of FAMU Foundation Inc. in FAMU history, managing \$119 Million in endowed funds. Corey Alston also goes on to state on the conference call that Keith Clinkscales secured his Chairman position to manage these funds. Corey Alston reiterates that he is working proxy for Keith Clinkscales, and Clinkscales is the most powerful and influential FAMU Foundation, Inc. Board Member. Alston also adds that he manages FAMU Foundation Inc., Executive Director Carla S. Willis' job position. Alston mentions on the conference call that Clinkscales ordered him to perform due-diligence at the HHGS Miami Gardens location with an interested HHGS franchisee investor looking to secure funds via his company, The Alston Group Inc., to start a HHGS with PepsiCo and Disney-ESPN in Fort Lauderdale where Clinkscales would own an additional equity stake in HHGS for residual income to KTC Ventures, Inc.
- Corey Alston mentioned on the conference call that he liked the food at HHGS, and the franchise concept. Corey Alston gives verbal commitment on the conference call that FAMU Foundation Inc., will enter into any agreements or

contracts necessary to raise capital from the FAMU NAA with the Investment Committee for IHHMIS.

33. On October 29th 2009, FAMU released a Press Release titled "Lyceum Series Hosts Media and Entertainment Conference". The Florida A&M Lyceum Series 2009 Media and Entertainment Conference (M.E.C.) featured esteemed Florida A&M University Alumni and notable industry professionals that included: Ali Muhammad, Florida A&M Graduate, Media & Advertising Executive, Amir Windom, Florida A&M Graduate, Director of A&R, Atlantic Records, Christopher "Play" Martin, Hip Hop Artist, Kid N Play, Delaney Douglass, Florida A&M Graduate, Founder/CEO Zingari LLC, Joe Bullard, Florida A&M Graduate, Program Director, Cumulus Media, Joshua Fahiyim Ratcliffe, Florida A&M Graduate, Deputy Director, The League of Young Voters, Former Editor of Source Magazine, Khari "Needlz" Cain, Florida A&M Graduate, Top Producer, Kimberly Cooper, President BG Unlimited, BET Networks, Lauren Lake, TV Personality, Attorney, Designer, Life Coach and Author, Larry Hester, Senior Content Manager, GlobalGrind.com , Lloyd Cambridge, Partner/CFO Optimum Capital Management , Michael "Mancini" McConnell, President, Team Mancini, Rashida Maples, Florida A&M Graduate, Entertainment Lawyer , Rikers, Head of Marketing Stall & Dean, Music Editor for Beyond the Race Magazine , Ryan Mack, President of Optimum Capital Management, LLC , Sabrina Thompson, Women In Entertainment Network Chair Woman (W.E.E.N) , Shanti Das, Music Veteran, WEEN Board Member , Sherise Malachi, Director of Marketing & NTR,

Radio One Inc , Sherry Bitting, Florida A&M Graduate, Principal-SJB Communications and Consultant to COMPLEX Magazine, Walter Jones, Director of Urban A&R, SONY/ATV Publishing, Winsome Sinclair, Florida A&M Graduate, Casting Director, Winsome Sinclair & Assoc , and Xavier Jernigan, Florida A&M Graduate, Senior Director of Digital & Traditional Marketing, Universal Music Group.

34. On February 19th, 2009, The Investment Committee and Clinkscales entered in contractual agreements with Florida A&M University Student Government Association and Florida A&M University Student On-Campus organization, not for profit 501(c)(3) corporation Chief Financiers Organization LLC (“CFO”) located in Tallahassee, Florida. CFO is financially vested with the Council of Urban Professionals (“CUP”), a registered not for profit 501(c)(3) corporation located in New York City. The Investment Committee is vested financially in both CUP and CFO, which focuses in developing diversity initiatives in the Investment Banking industry. In the case of Chief Financiers Organization, the Investment Committee assisted in creating the organization over 10 years ago on FAMU’s campus. Chief Financiers Organization Corporate sponsors and Institutional Investors that own PepsiCo and The Walt Disney Co., securities include: JP Morgan Chase, Barclays, Goldman Sachs & Co., and Citigroup.

Council of Urban Professionals Corporate Sponsors and Institutional Investors that own PepsiCo and The Walt Disney Co., securities include: AIG, Bank of America, GE Asset Management, Goldman Sachs & Co., Merrill Lynch and

Morgan Stanley, Syntegral Consulting Corp., capital markets, mortgage banking, and investment banking Institutional Clients and Investors that own PepsiCo and The Walt Disney Co., securities and commercial paper include: Deutsche Bank, ABN AMRO, Barclays, Wells Fargo & Co., Citigroup Inc., J.P. Morgan Chase & Co., Bank of America, GE Capital, The Bank of New York Mellon, and PNC Financial Services. The Investment Committee with its commitment to the globalization of FAMU partnered with several International Institutional Investors and foreign governments that own PepsiCo and The Walt Disney Co., securities and commercial paper via the Republic of Trinidad & Tobago.

35. On July 27th, 2009, The Investment Committee and Clinkscales exercised it's contract with Bayo Olorunto by issuing a Press Release Sub-titled "Hip Hop Grub Spot® executes investment agreement for 18 year old Queens, New York rapper "YOUNG DICE" (Universal /DefJam /MayBach Music Group /Feed Da Wolves Entertainment- HHGS Rick Ross endorsed artist) with Estee Lauder Sean John "I am King" spokesman Bayo Olorunto (Bayo) representing Hip Hop business mogul and Artist Sean John "Diddy" Combs (Diddy). Clinkscales assured the Investment Committee that one of his strongest and longest business relationships in the Hip-Hop industry is with Diddy. Clinkscales also mentioned his activities in the past related to securing marketing campaigns between Diddy and PepsiCo.

On June 24th, 2009 Clinkscales requested all further emails regarding Bayo and Diddy be sent to his personal email address keithclinkscales@mac.com, and not to his corporate ESPN email address keith.clinkscales@espn3.com. That same

day, June 24th, 2009 the Investment Committee started email correspondence to Clinkscales' personal email address regarding Clinkscales' request for an additional budget from the Investment Committee to negotiate a Sean John "I am King" Bayo Olorunto marketing and promotion deal between HHGS and Diddy. At this time, there were over 100 emails updating Clinkscales of the HHGS venture capital project to keith.clinkscales@espn3.com. Bayo Olorunto was under contract with HBCUE dated back to June 11th, 2007. On July 30th, 2009 Diddy releases "Diddy Blog #42" addressing his desire to explore new marketing opportunities to promote his latest projects. On December 31st, 2009 Diddy is featured in a video titled "Diddy Crowns [The Don] Pt. 1", officially beginning the HHGS Platinum Artist Rick Ross and Diddy co-branding marketing campaign.

36. On June 3rd, 2009 The Investment Committee and Clinkscales enter into a contractual financing arrangement via FAMU NAA President Major General Dr. Alvin Bryant for Dr. James Moran (FAMU NAA presidential candidate) to serve as Dr. Alvin Bryant's successor as FAMU NAA President in January 2010. Dr. James Moran enters into a contract with the Investment Committee to provide management and consulting services for the existing Investment Committee contract with FAMU IHHMIS and HHGS in return for Investment Committee resources for his presidential campaign. Keith Clinkscales attempted to secure additional funds via V. Brown & Company from the Investment Committee for supporting Major General Dr. Alvin Bryant and Investment Committee FAMU

NAA Presidential candidate Dr. James Moran for managing HHGS and IHHMIS. Major General Dr. Alvin Bryant and Dr. James Moran agrees to create an additional Investment Committee budget outside of the FAMU Foundation Inc., and FAMU University Relations and Development Office budgets for Keith Clinkscales to fund PepsiCo and Disney partnerships with the FAMUNAA for IHHMIS and HHGS. Keith Clinkscales pledges University support and corporate sponsors via Disney and PepsiCo to the FAMUNAA for a Dr. James Moran presidency. Previously, Clinkscales secured corporate and University resources for the November 15th, 2008 FAMU ESPN GAMEDAY University event and corporate sponsorship as a tool to control and influence key FAMU Administrators FAMU President Dr. James Ammons and FAMU Foundation Inc., Executive Director Carla S. Willis, FAMU Board of Trustees, FAMU Foundation Inc. Board of Directors, and FAMU NAA Executive Board Members.

V. Withdrawal of Clinkscales, PepsiCo, and ESPN

37. On November 9th, 2009, the Investment Committee received a press release from CNBC and MSNBC stating that PepsiCo has allocated \$20 million in community grants for “ideas” from entrepreneurs to refresh communities across the United States with the new innovative Pepsi “Refresh Everything” campaign in which PepsiCo would provide funds for individuals or organizations that could develop projects that would ultimately provide positive social change in local communities. The Pepsi Refresh Everything marketing campaign is derived from

the “Social Media Marketing”, “Movement Based Marketing”, and “Hip Hop Venture Philanthropy Web 2.0 Marketing” concepts established by the HHGS venture, starting with the November 2007 Rick Ross HHGS Thanksgiving Turkey Drive for City of Miami Gardens residents; December 2007 Rick Ross HHGS Christmas Toy Drive for City of Miami Gardens residents. Subsequent to the receipt of the Pepsi Refresh Everything Press Release, HHGS and the Investment Committee attempted to submit a Pepsi Refresh Everything proposal to Clinkscales for a HHGS potential franchisee, Tonia Champagne (“Champagne”) CEO/Founder of Champagne & Company Income Tax Service- a family owned business for over 10 years in East Orange, New Jersey. Champagne reached out to HHGS via the HHGS website requesting information on how she can bring a HHGS to her community. Champagne met with HHGS President Joshua Fahiyim Ratcliffe in New Jersey to discuss a partnership between, PepsiCo, Disney-ESPN, the NFL, FAMU, HHGS and the City of East Orange, to provide economic and educational opportunities to youth residents. After attending a conference call with Dr. Kawachi Clemons, Champagne and the Investment Committee, Champagne submitted a proposal to the Mayor of East Orange New Jersey Mayor Robert L. Bowser. Champagne received a budget approval from Mayor Bowser. Champagne showed Mayor Bowser the HHGS video content on Youtube, and presented an East Orange New Jersey HHGS proposal developed by, and spearheaded by Dr. Kawachi Clemons of IHHMIS. Champagne also submitted a Newark New Jersey HHGS proposal to the Mayor of Newark, New Jersey Mayor Cory A. Booker. Champagne and Dr. Kawachi Clemons were scheduled to give a